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64-PAGE #300 CELEBRATION!

IRON MAN®

STARK™ LEADS THE IRON LEGION™ AGAINST ULTIMO™, THE LIVING HOLOCAUST!

GUEST APPEARANCE by WAR MACHINE™!

APPETITE FOR DESTRUCTION!

A 300TH ISSUE EXTRAVAGANZA!
TAC 2 THIS IS TAC 10. I'M GOIN' IN, OVER.
ROGER TAC 10. BREAK A LEG.
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THE NATIONAL GUARD'S ORDERS WERE CLEAR.

PREVENT ULTIMO FROM REACHING INHABITED AREAS.

SKOOM

WUP WUP WUP WUP

--NOTHING SEEMS ABLE TO TURN IT AWAY FROM A PATH THAT LEADS DIRECTLY TO THE CITY OF FUTURA--

--WHERE EMERGENCY EVACUATIONS ARE EVEN NOW IN PROGRESS.

20,000 MEN, WOMEN AND CHILDREN WILL SPEND THE NIGHT IN SHELTERS IN NEIGHBORING TOWNS TONIGHT, WAITING AND PRAYING--

--THAT THEIR HOMES WILL STILL BE THERE IN THE MORNING.

I'M WORKING ON IT.

THIS IS GABE DICKINSON, REPORTING FROM THE KPFA NEWSONE HELICOPTER.

THOUGH BOTH AIR AND GROUND UNITS OF THE NATIONAL GUARD HAVE ENGAGED THE TOWERING CREATURE FOR MORE THAN AN HOUR NOW--

ULTIMO'S PRIME DIRECTIVE IS EVEN SIMPLER:

IF IT MOVES, IT DIES.

THANKS, GABE.

MEANWHILE, AGENCIES ACROSS THE STATE ARE PREPARING FOR WHAT MAY BE A *DISASTER* OF *UNIMAGINABLE PROPORTIONS*...

AND LET ME TELL *YOU*, SWEETHEART, THAT'S ABOUT WHAT IT *TOOK* TO PARK *JAMES RHODES'S* BUTT BACK IN THIS *CHAIR* AGAIN.

BUT NOW, AFTER ALL THE *$#%@* THAT WENT DOWN, TO HAVE TO COME BACK AND DO IT ALL *AGAIN*--

IT WAS HARD *ENOUGH* TO SIT BEHIND THIS DESK THE *FIRST* TIME,* BACK WHEN I STILL THOUGHT THERE WAS A *FUTURE* IN IT.

--AND ON *TOP O'* THAT, TO HAVE TO GO AND 'FESS UP TO BEING *WARMACHINE*, EVEN TO FOLKS I *TRUST*--

*IRON MAN #284.--NEL

--JUST MAKES ME HOPE THAT STARK *PULLS THROUGH* SO I CAN KILL HIM *MYSELF*.

AND MAKE SURE IT *STICKS* THIS TIME.

BZZT

YEAH?

THEY'RE *HERE*.

SEND 'EM IN.

HAPPY HOGAN.

EDDIE MARCH.

BETHANY CABE.

MIKE O'BRIEN.

CARL WALKER.

I KNOW WHAT YOU'RE *THINKING*--

--YOU RECOGNIZE ME, YOU RECOGNIZE THE SUIT.

SWELL. NOW WE'RE ALL ONE BIG HAPPY FAMILY.

I 'SPECT BY NOW YOU ALSO KNOW STARK'S DOWN, AND IRON MAN'S HISTORY.

BET I KNOW WHERE THIS IS GOING.

WHAT I'VE GOT IN MIND IS DANGEROUS, MAYBE OUTRIGHT CRAZY.

ANYONE WHO WANTS TO WALK AWAY, NOBODY'LL HOLD IT AGAINST YOU.

THE BOTTOM LINE IS THAT ULTIMO'S STILL LOOSE OUT THERE--

--AND I'M NOT STUPID ENOUGH TO THINK I CAN TAKE ON SOMETHING THAT RIPPED IRON MAN TO SCRAP METAL IN MINUTES BY MYSELF.

I'M NOT GOING ANYWHERE.

ME NEITHER.

WE GONNA SIT AROUND HERE ALL NIGHT, OR WE GONNA GET DOWN AND GET TO WORK?

OKAY, THEN.

WE'RE IN BUSINESS.

SHORTLY, EN ROUTE TO STORAGE VAULT ONE...

HERE'S THE DEAL:

YOU ALL GOT SOMETHING IN COMMON; 'CEPT FOR BETHANY--

--AND I KNOW FROM PERSONAL EXPERIENCE SHE KNOWS HOW TO HANDLE HERSELF.

WHAT YOU GOT IS A SPECIAL KIND OF COMBAT EXPERIENCE.

THE KIND THAT COMES FROM WEARING--

--ONE OF THESE.

REMEMBER NOW. THESE SUITS WEREN'T STORED WITH AN EYE TO EVER BEING USED AGAIN.

THEY WERE JUST SOMETHING TONY KEPT AROUND FOR SENTIMENTAL REASONS.

WE'VE DONE OUR BEST TO GET 'EM WORKING AGAIN, BUT THEY'RE NOT GOING TO FUNCTION AT ANYWHERE NEAR TOP CAPACITY.

THEY'LL RUN, BUT I CAN'T SAY HOW WELL--OR FOR HOW LONG.

YOU HEARD ZIMMER, FOLKS.

WHAT DO YOU SAY?

CLITCH

SNAKT

POW

SKIKT

CHIKT

KLAPT

SKIPT

SCHIK

ACES.

LET'S GET BUSY.

STARK ENTERPRISES MEDICAL...

ERICA... HOW IS HE?

I WISH I HAD BETTER NEWS, VERONICA, BUT THERE'S BEEN NO CHANGE.

HE'S STILL IN DEEP COMA.

DO... DO YOU KNOW WHAT CAUSED IT?

SOMETHING CAUSED HIS CYBERNETIC NERVOUS SYSTEM TO CRASH--

--THANKS TO SOME KIND OF NEURAL COMPUTER INTERFACE GADGET HE WAS USING.

CAN I SEE HIM?

I DON'T SEE WHY NOT.

TONY...?

COME BACK TO ME...

I'M SORRY..

GOD, I'M SO SORRY...

PLEASE...

THIS COULD BE MY FAULT.

I DISTRACTED HIM WHILE HE WAS USING THAT... WHATEVER IT WAS.*

*LAST ISSUE. -- NEL

CHAPTER 2

TONY, I DON'T KNOW IF YOU CAN HEAR ME OR NOT.

BUT I NEED TO TELL YOU--

--TO EXPLAIN WHAT'S BEEN GOING ON INSIDE ME.

ULTIMO DESTROYED

NEURAL FEEDBACK

REMOTE UNIT

RIPPED THROUGH ME LIKE

I REMEMBER LIGHTNING

I REMEMBER

PAIN THE COLOR OF TELEVISION

PARAMETERS FOR SCREAMING

THE REBELLION OF NEURONS

I REMEMBER

TOO MUCH!

I CAN FEEL THE PRESSURE.!

MY TIME IS RUNNING OUT.

WE MUST WORK FASTER!

BETH?

PLEASE.

HELP ME.

I MAY NOT SURVIVE THE COMING BATTLE.

BUT IF I DIE-- THEN LET IT BE WITH HONOR!

SO LONG AS I BREATHE, I WON'T ACCEPT DEFEAT!

I'LL KEEP ON BATTLING UNTIL I'VE BEATEN YOU AGAIN!

HOW MANY?

HOW MANY HAVE DRAWN BLOOD WITH MY SWORD?

--BUT WHAT A PRICE--

--A PRICE THAT MARIANNE AND I--

--WILL NEVER STOP PAYING!

THE SOFT MACHINE

TOM MORGAN
PENCILS

STEVE MITCHELL
INKER

JACK MORELLI
LETTERS

ARIANE
COLORS

DROWNING

IN MEMORY DUMP

HAVE TO

KATH--

Oh

God

NARROW BANDWIDTH.

HARD TO

FOCUS

SOMEBODY LOST.

SOMETHING

DEEPER?

IN SUBCON-SCIOUS?

SOMETHING FIGHTING

WANTS ME TO DIE

I GUESS WHAT IT COMES DOWN TO IS THAT IT'S HARD TO ESCAPE THE PAST.

IT NEVER WANTS TO LET GO.

SOMETIMES, I THINK WE DON'T *WANT* IT TO.

THINGS WE TRY TO *FORGET*, TO BLOT OUT OF OUR *MEMORIES*.

WHEN WE THINK WE'VE *SUCCEEDED*, ALL WE'VE REALLY DONE IS *BURIED* THEM DEEP WITHIN OUR-SELVES--

--AND GIVEN THEM THE POWER TO *CONTROL* US.

YOU LISTEN TO ME, BOY:

YOU'LL NEVER AMOUNT TO *ANYTHING*!

IF YOU DON'T PUT SOME *IRON*--

INTO THAT *SPINE* OF YOURS.

YOU HAVE TO *PUSH* YOURSELF!

BE TOUGH! *STRONG*!

WORK *HARDER*!

BE A *MAN*!

FATHER?

THAT'S MY *FATHER*

I'D NEVER HAVE *DREAMED*

ON THIS HIDDEN LEVEL

WHERE I CAN SEE THE *ARCHITECTURE* OF MY MIND

I FIND THAT INSIDE ME IS A *MACHINE*

WITH MY *FATHER'S* VOICE

PAY ATTENTION, BOY!

I MADE YOU WHAT YOU ARE TODAY!

GOD HELP ME, IT'S TRUE!

ALL THESE YEARS I'VE PUT MY FAITH IN MACHINES--

--EVEN IN A WAY, TRIED TO BECOME A MACHINE MYSELF--

--WITHOUT EVER WONDERING WHERE MY *OWN* PROGRAMMING CAME FROM.

AND NOW I SEE WHAT IT *WAS* THAT DROVE ME TO *PUSH* MYSELF BEYOND *HUMAN* TOLERANCES.

THAT INSPIRED ME TO DO STUPID, SELF-DESTRUCTIVE THINGS.

I'VE NEVER *TOLD* HOW I BECAME A *PHYSICAL THERAPIST*, HAVE I?

NO, OF *COURSE* I HAVEN'T.

I GOT *MARRIED* WHEN I WAS *NINETEEN*.

WE HAD A BEAT-UP *1974 CHEVY* THAT ONLY FIRED ON FIVE CYLINDERS, AND WE DIDN'T CARE; WE WERE LUCKY TO AFFORD A CAR AT ALL!

WE DIDN'T KNOW THE *BRAKES* WERE ABOUT TO GO, EITHER...

THERE WAS... AN ACCIDENT.

CRAIG--MY HUSBAND--DIED.

I SPENT WEEKS IN THE HOSPITAL, BEING PUT BACK TOGETHER, AND MONTHS AFTER THAT LEARNING HOW TO WALK AGAIN.

BY THE TIME I WAS THROUGH, I'D DECIDED TWO THINGS: THE FIRST WAS THAT I WANTED TO DO P.T. FOR A LIVING.

THE SECOND WAS THAT I'D NEVER LET MYSELF GET CLOSE TO ANYONE AGAIN.

MY FATHER'S BEEN DEAD MORE THAN TEN YEARS.

IT'S ABOUT TIME I STOPPED LETTING HIM TELL ME WHAT TO DO.

MY FATHER IS DEAD AND BURIED--

YOU'RE NOTHING BUT AN ECHO--A TAPE-LOOP OF WORDS TWENTY YEARS GONE.

--AND I DON'T NEED HIS GHOST TO DO MY THINKING FOR ME!

BLAST IT, BOY!

BY GOD, YOU'LL DO AS I SAY!!

NO.

NOT NOW--

I TOLD MYSELF IT WAS ABOUT *CONTROLLING* MY OWN LIFE!

BUT UNDER-NEATH IT ALL, IT WAS JUST *FEAR.*

FEAR OF BEING *HURT*, OF LOSING SOME-ONE I LOVE *AGAIN.*

BUT THAT KIND OF CONTROL IS JUST A *PRISON.*

AND I'M *THROUGH* LETTING THAT FEAR RUN MY LIFE.

--AND NEVER AGAIN!!

SOMEDAY YOU'LL LEARN... SKZCHK

SOMEDAY YOU'LL LEARN... SKZCHK

SOME-DAY YOU'LL LEARN... SKCZKK

Oh, I'VE LEARNED, ALL RIGHT.

I'VE LEARNED THAT *FREE WILL* ISN'T A *GIFT*--

--IT'S A *MUSCLE* WHICH NEEDS TO BE *EXERCISED*--

--AND ONLY WHEN IT'S IN *PEAK CONDITION*--

--IS A MAN *TRULY* AWAKE.

IT'S A POTENT EXPERIENCE.

I'M I'M I'M

NOT THROUGH WITH YOU YET...

I KNOW YOU'LL ALWAYS BE DOWN HERE--

I ALSO KNOW THAT THIS LEVEL OF MY MIND IS ONLY THE UPPERMOST OF MANY LEVELS OF DEEP PROGRAMMING--

--WAITING FOR YOUR CHANCE TO PROVE YOURSELF RIGHT, TO DEFEAT ME--

--BUT EXPLORATION OF THOSE WILL HAVE TO WAIT FOR ANOTHER TIME.

--BY TRICKING ME INTO DEFEATING MYSELF!

I CAN SEE SO MANY THINGS SO MUCH MORE CLEARLY.

REWRITING THE PROGRAM CODE OF MY CYBERNETIC NERVOUS SYSTEM--

BUT I KNOW YOU NOW--

--AND I'LL BE READY, TOO.

--REPAIRING THE DAMAGE, EVEN MAKING A FEW IMPROVEMENTS...

NO, I KNOW YOU AREN'T.

...SEEMS LIKE CHILD'S PLAY.

FOR NOW IT'S TIME TO LEAVE THIS DARK PLACE--

--TO GO TOWARD THE LIGHT.

SO I'LL MAKE YOU A DEAL

YOU COME BACK TO ME, AND WE'LL SEE WHAT WE CAN DO WITH THIS RELATION--

--SHIP.

TONY?

VERONICA?

I THOUGHT YOU WERE ...GONE.

SHHH...

NEVER MIND--

--WHAT EITHER OF US THOUGHT.

I CAN'T TELL YOU, NNGKKN-- HOW MUCH I'D PREFER NOT TO MOVE RIGHT NOW--

--BUT NGKNN-- I'VE BUSINESS THAT CAN'T WAIT.

TONY, YOU OUGHT TO REST! YOU'VE--

I CAN REST LATER.

LIVES ARE DEPENDING ON ME.

I'VE BEATEN ONE MONSTER TODAY.

AND I THINK NOW I KNOW HOW TO BRING DOWN THE OTHER...

CHAPTER THREE:

OKAY, PEOPLE--

--WE DO THIS BY THE NUMBERS.

--GO!

ON MY MARK--

THE IRON LEGION!

TOM MORGAN
PENCILS

STEVE MITCHELL
INKER

JACK MORELLI
LETTERS

ARIANE
COLORS

SURPRISE. OUTRAGE. ANGER BEYOND DESCRIPTION.

SKRAK

SKOOM

THE LONG-HATED, SMALL NOT-SOFT ONE FINALLY, SO SATISFACTORILY DESTROYED HOURS AGO, WAS ONLY ONE OF MANY!

ZZSHRYAK

TO SAY THAT ULTIMO FINDS THE DISCOVERY ABHORRENT WOULD BE AN UNDERSTATEMENT.

THE NICE THING ABOUT SOMETHING THIS BIG--

--IS THAT IT MAKES AN EASY TARGET.

OUT-STANDING.

SKRA-THAMM

HECK.

THAT WASN'T SO HARD.

DON'T BE TOO SURE ABOUT THAT, MAN--

--YOU BETTER BACK OFF FROM--

URK.

TO HIS PRIMITIVE MIND, THE SMALL NOT-SOFT ONES ARE THE EMBODIMENT OF EVIL.

THEY STAND IN OPPOSITION TO HIS PROGRAMMED MANDATE.

CREATED TO BE THE PERFECT ENGINE OF DESTRUCTION, HIS ENTIRE NATURE REVOLVES AROUND TWO SIMPLE PRINCIPLES:

KATHAM KRUTCH SKRAM

THAT WHICH MOVES DIES.

THAT WHICH OPPOSES HIM--

UHHHHHH.

--DIES FIRST.

EASY EDDIE.

I'LL GET YOU TO--

SHRZZRASHK

AAIIEERRGHK

CARL!

HE'S HIT!

OHGOD

THE SUIT--

--IT'S--

--IT'S MELTING!

SKRAKAM

BETH-- HAPPY-- GET CARL AND EDDIE CLEAR.

MIKE, YOU'RE WITH ME.

CRASH

I'M ON FIRE!

SOMEBODY PLEASEHELP MEPLEASE HELP--

EJECT, CARL!

EJECT!

EMERGENCY CIRCUITS TRIGGER EXPLOSIVE BOLTS --

SFOOM

WE GOT'EM, JIM.

DROP'EM SOMEPLACE SAFE AWAY FROM THE ACTION.

WHEN YOU'RE DONE WITH THAT--

--MIKE AND I COULD USE A HAND.

CHOOM

SHRAKAKAKAK

ZSHRAK ZSHRAK

TWO DOWN ALREADY, AND ULTIMO'S BARELY SCRATCHED.

THIS ISN'T WHAT I HAD IN MIND.

MIKE! INCOMING!

ROGER.

ALL RIGHT--

--TWO OUTS--

KTHAM

SKKHAM CHOOM CHOOM ZZRASHK

--BASES LOADED--

ZZRAK

SKAAM

--TIME TO HIT THIS ONE OUT OF THE PARK.

CHOOM

I THINK WE'RE *FINALLY* GETTING THE *HANG* OF THIS.

NOT ALL SO *HARD* AS IT *LOOKS*, IS IT N--

SWANG

AGGHH

NGHK

OHHHHH...

ANYONE GET THE NUMBER OF THAT--

WHANG

HAP, YOU OKAY, MAN?

HAP?!

SKRAM

UUNNHHH

MOVE, HAPPY!

MOVE!

THOOM

UH, GUYS?

I'VE GOT RED BLINKLOS GOING OFF ALL OVER THE PLACE IN HERE ...

THIS IS NOT WORKING.

WE KEEP THIS UP, SOMEBODY'S GONNA GET KILLED.

LISTEN UP, FOLKS--

THE HATEFUL CREATURES FLEE.

HE MOVES TO PURSUE THEM--

--TIME TO BLOW THIS TACO STAND!

THEY'RE KINDA PRETTY, ACTUALLY...

--BUT HIS PRIMITIVE MIND HAS NO ATTENTION SPAN FOR THINGS OUT OF THE RANGE OF HIS SIGHT.

WITHOUT AN IMMEDIATE THREAT AT HAND, HIS PROGRAMMING RETURNS HIM TO HIS ORIGINAL COURSE.

YOU STILL WITH US, CARL?

UHHH... YEAH...

...I GUESS...

...HURTS...

I KNOW, MAN.

I'M SORRY.

THIS WAS A *STUPID* IDEA.

BUNCH OF *UNTRAINED* FIGHTERS IN *ANTIQUE* SUITS--

--DON'T KNOW WHAT THE #@%& I WAS *THINKING* OF.

YOU DID THE *BEST* YOU COULD, JIM.

IT'S WHAT *TONY* WOULD HAVE DONE.

YEAH.

YANKED A BUNCH OF *INNOCENT* PEOPLE AROUND.

PUT'EM IN *DANGER* WITHOUT *WORRYING* ABOUT HOW THEY COULD GET *HURT*.

YOU'RE *RIGHT*, BETH; I'VE BEEN THINKING LIKE *STARK*.

THAT'S *EXACTLY* WHAT I DID *WRONG*.

HAPPY, YOU GET CARL AND EDDIE TO THE HOSPITAL.

MIKE, BETH: YOU TWO GET TO FUTURA, AND TELL 'EM TO START EVACUATING.

I'LL SLOW ULTIMO DOWN AS LONG AS I CAN.

TWO OF US COULD DO A BETTER JOB OF THAT.

IT'LL ONLY TAKE ONE TO PUT THE WARNING OUT --

--AND YOU KNOW I KNOW HOW TO FIGHT.

YOU SURE YOU'RE IN SHAPE FOR --

THANKS TO THIS SUIT, MY BREASTS ARE KILLING ME, MY HIPS ARE CHAFED RAW AND I'VE GOT AN ITCH I DON'T WANT TO TALK ABOUT.

--BUT ASIDE FROM THAT--

I'M READY WHEN YOU ARE.

OKAY.

WE ALL KNOW WHAT WE GOTTA DO.

LET'S DO IT.

CHAPTER 4

STARK ENTERPRISES SUB-LEVEL THREE.

THE ARMORY.

'EVENING HOMER.

I HOPE THAT NEW PROJECT WE TALKED ABOUT IS READY.

GOOD EVENING, ANTHONY.

I JUST FINISHED FABRICATION NINETY MINUTES AGO, ANTHONY.

HOWEVER, THE FULL RANGE OF AUXILIARY SYSTEMS HAS YET TO BE COMPLETED.

I'LL MAKE DO.

THERE IT IS. THE ALL-NEW 1994 MODEL IRON MAN.

THE MOST SOPHISTICATED AND VERSATILE ARMOR I'VE EVER CREATED.

A QUANTUM LEAP AHEAD IN CONCEPT AND DESIGN.

THERE'S ONLY ONE PROBLEM WITH IT.

IF I EVER WANT TO PUT IT ON--

--I HAVE TO GET OUT OF THIS CHAIR FIRST.

I ALMOST DID IT BEFORE, WHEN THERE WAS NOTHING MORE THAN MY PRIDE AT STAKE.*

EASY... EASY...

*IRON MAN #298.--NEL

THERE'S A LOT MORE RIDING ON IT THIS TIME.

NNGGHH!

SLOW. STEADY.

IGNORE THE PAIN.

GNNF!

THAT'S IT... THAT'S IT...

NOW.

CAREFUL.

DEEP BREATH.

hhh-HHHF!

BALANCE.

ONE SMALL STEP AT A TIME...

DON'T THINK ABOUT THE PAIN...

THINK ABOUT THE SUIT.

BEFORE NOW, I'D TAKEN THE CONCEPT OF POWERED ARMOR AS FAR AS IT COULD GO.

CLPT

IT WAS TIME TO RETHINK THE BASIC DESIGN PARADIGM.

SO, INSTEAD OF A SINGLE INTEGRATED SUIT...

SCHKT

...A MODULAR COMPONENT SYSTEM--

KCHK

--WHICH CAN BE RE-CONFIGURED BY SWAPPING OUT SUB-SYSTEMS LIKE THE BOOTS, GLOVES OR HELMETS...

... AND WITH PLUG-IN POINTS FOR AUXILIARY SYSTEMS CHOSEN ACCORDING TO SPECIFIC MISSION NEEDS.

SKLIK

CHAK

IN TODAY'S CASE, A FULL-SPECTRUM SCANALYZER--

--A MAGNETIC RAILGUN LAUNCHER...

... AND A HALF-DOZEN COMPACT UTILITY MODULES.

CLP

SO, HOMER, HOW'S IT LOOK?

RATHER STYLISH.

HOW DOES IT FEEL?

VRRT

I'LL TELL YOU HOW IT FEELS.

AFTER MONTHS OF SITTING IN THAT CHAIR FEELING LIKE A USELESS VEGETABLE --

--IT FEELS GREAT!

ARMORED AND DANGEROUS

KEV HOPGOOD
PENCILS

STEVE MITCHELL
INKER

JACK MORELLI
LETTERS

ARIANE
COLORS

FUTURA.

--MAKE THAT A LOT OF TROUBLE.

JIM--

--I'M HAVING A LITTLE TROUBLE HERE--

--ONE OF THE LATERAL STABILIZERS, I THINK--

--MANEUVERING IS SLUGGISH, AND--

NNNGGHH!

CRUSHING

CAN'T

I'M ON IT.

THRAKATAK

WHAM

Oh...

KRAMF

RRUMBLL

STRAM

@☆6!!

MOMMEEE!

THIS TOWN WAS SUPPOSED TO BE EVACUATED.

SKIP THE STORY...

GET OUTTA HERE!

THIS WHOLE BUILDING'S COMING DOWN--

--AND THERE'S ONLY SO LONG I CAN HOLD IT!!

NNGHKK

UUNGKK

SKRUNT SKRAK

GRAMP

SKRIK ZRAZT ZRAZT

HANG ON, BETH.

--TO GET HIS ATTENTION--!

JUST GIVE ME A MINUTE--

ZRAKT ZRAKTZ

IT'S YOURS.

KA-

THOOM

WUMB

RRUM

BLLT

YOU OKAY, BETHANY?

I'LL LIVE.

NOT GOOD.

YOU HAVE A PLAN?

YES. GET CLEAR.

SKLAK

RA-BOOM

NEAR ULTIMO'S ABOUT TO BECOME A VERY UNSAFE PLACE TO BE.

SEMI-FLUID POLYMER COMPOUND; BONDS IN SECONDS--

--AND DRINKS UP ENERGY LIKE A SPONGE.

IT'LL KEEP ULTIMO OCCUPIED--

--AND HIS DISINTE-GRATOR BEAMS OUT OF MY WAY--

FXSHAPP

--LONG ENOUGH TO PUT AN ADAMANTIUM-TIPPED SCANALYZER PROBE--

--RIGHT IN HIS GUTS.

STRUT

DATA ANALYSIS MODE> SOURCE: REMOTE PROBE

MAPPING SYSTEM ARCHITECTURE
CONSTRUCTING SIMULATION...

I CAN'T BEAT ULTIMO WITH BRUTE FORCE: HE IS BRUTE FORCE.

BUT KNOWLEDGE IS POWER OF A HIGHER ORDER.

AND NOW I KNOW EVERYTHING I NEED TO KNOW--

--TO PUT HIM OUT OF BUSINESS.

SKSSSSHH

NGH

ABSORBED IN THE DATA STREAM... WASN'T PAYING ATTENTION...

STUPID... STUPID...

SKRASHH

TRAKK

THUMBUP

GIVE 'IM HECK, BETH--

AND HANG TIGHT. I'M COMING!

REFRACTIVE COATING SHIELDED ME FROM THE WORST OF THAT BLAST--

--BUT I'D RATHER NOT COUNT ON IT HOLDING UP FOR A SECOND.

Uh-Oh!

HERE WE GO AGAIN.

KRAAAA!

HAVE TO MAKE THIS QUICK.

ACTIVATE PALM AND SOLE MAGNETS--

--MAKE LIKE SPIDER-MAN ON ULTIMO'S BACK--

SNAKT!

BIP

--DE-COMPACT AN EM FIELD GENERATOR--

--LOCK IT DOWN, TUNE, SET--

--AND GET CLEAR.

21 SECONDS. NOT BAD.

NOW ALL I NEED TO DO IS KEEP HIM BUSY WHILE THAT LITTLE BABY GOES TO WORK.

SHAAAT

CARTRIDGE OF EXPLOSIVE SHELLS OUGHT TO DO IT.

SKOOM

6...5...4...

TIME TO GET OUT OF THE WAY.

STRUNCH

TOOK ME LONG ENOUGH TO...

THAT'S NOT BETH.

THAT'S A NEW SUIT.

KRAKA-THOOM

IS IT--

SKIZZT

SKIZZT

YES!

MY ELECTRO-MAGNETIC LIGHTNING ROD TEMPTED SEVERAL HUNDRED MILLION VOLTS DOWN FROM THE SKY--

--AND SHUT HIM DOWN.

--THE RESULTING OVERLOAD PURGED HIS COMMAND PROCESSORS, WIPED OUT HIS OPERATING SYSTEM--

THRANCH

IN SHORT, CRASHING HIS NERVOUS SYSTEM, JUST AS HE DID MINE.

THE DIFFERENCE BETWEEN US BEING THAT ULTIMO IS NOTHING MORE THAN THE SUM OF HIS PROGRAMMING--

--AND I'M MORE THAN THAT.

FOR AS LONG, AT LEAST, AS I CAN REMEMBER THAT--

SFX: SSSS

I'VE MET MY PROGRAMMER TODAY, ULTIMO; WHO WAS YOURS?

I KNOW IT WASN'T THE MANDARIN.

I KNOW WHOEVER IT WAS, THEY PROGRAMMED YOU TO BE SOME KIND OF DOOMSDAY MACHINE.

ACCORDING TO THE SCANALYZER, YOU'RE SEVERAL THOUSAND YEARS OLD.

WHAT I CAN'T FIGURE IS WHY.

BUT I INTEND TO FIND OUT, ONCE I CAN HAVE YOU HAULED OFF TO AN SE FACILITY FOR STUDY.

RIGHT NOW THOUGH, I'VE YOUR HANDIWORK TO DEAL WITH.

THE HOMES DESTROYED, THE LOST JOBS, THE HUMAN MISERY.

THERE'S A LOT OF RE-BUILDING TO DO.

AND MAYBE THE PLACE TO START IS RIGHT BEHIND ME--

--WITH JIM RHODES.

THA-THUNK

THAM

YOU SMUG ☆@@$!

YOU LET EVERYBODY ELSE RISK THEIR BUTTS--

--THEN WALTZ IN SLICK AS GLASS AND SAVE THE DAY.

WELL THIS IS IT; NEXT TIME YOU'RE ON YOUR OWN.

YOU OR ANY OF YOUR FLUNKIES SO MUCH AS CALL ME, I GUARANTEE I'LL MAKE YOU WISH YOU WERE NEVER BORN.

M'I MAKING MYSELF CLEAR?

CRYSTAL.

YOU OKAY?

YEAH.

SURE.

THOUGH I'M SURPRISED YOU'RE STILL SPEAKING TO ME.

JIM'S AN IDEALIST.

HE EXPECTS A LOT FROM BOTH HIMSELF AND THE REST OF THE WORLD.

I THINK I'VE GOT A BETTER GRASP ON CERTAIN... NECESSITIES...

HM.

YOU WOULDN'T HAPPEN TO BE LOOKING FOR A JOB, WOULD YOU?

THAT DEPENDS.

HOW'S YOUR MEDICAL PLAN?

TONY STARK'S PENTHOUSE APARTMENT...

TONY!

MY GOD, WHAT ARE YOU DOING UP LIKE THAT??

I JUST...

HATE THAT CHAIR.

C'MON, I'LL HELP YOU.

WHERE DO YOU WANT TO GO?

YOU'RE PUSHING TOO HARD-- YOU CAN'T EXPECT TO JUMP RIGHT BACK TO NORMAL THIS QUICKLY!

HOW ABOUT THE BEDROOM?

HMMMM...

FAR BE IT FOR ME...

...TO ARGUE WITH A MAN OF IRON.

MEANWHILE, IN A LOFT IN LOS ANGELES...

THAT'S IT.

WE'RE DONE.

OLD MAN STARK'S GOT SOME PRETTY CLEVER ICE* HAPPENING HERE--

*INTRUSION COUNTERMEASURES ELECTRONICS.--NEL

--BUT NOT CLEVER ENOUGH TO KEEP ME OUT.

STARK ENTERPRISES™

CLATICLAKTAK

SO EXACTLY WHAT IS IT WE'VE GOT?

EVERYTHING. THE TOTAL CONTENTS OF STARK ENTERPRISES COMPUTER FILES.

ALL RIGHT, THEN.

FIRST WE SORT OUT THE JUICY STUFF--

--THEN WE START E-MAILING IT TO THE MEDIA...

HOURS LATER, AT THE CORE OF A MASSIVE HIDDEN COMPUTER SYSTEM...

OBSERVATION: Pearson, Marcia J. and Grant, Philip N. have performed as instructed.

Human broadcast media react in anticipated manner.

Dissemination of information damaging to Stark Enterprises position within politico-economic power-structure has been initiated.

--THIS JUST IN--

--STARTLING ALLEGATIONS OF **FRAUD, CORRUPTION** AND **ILLEGAL ACTIVITIES** AMONG COMPANIES OWNED BY **ANTHONY STARK**--

--SCANDAL OF **EPIC PROPORTIONS** FOR THE CONTROVERSIAL INVENTOR AND ENTREPRENEUR--

PROJECTION: Probability of desired conflict scenarios with anomalous humans indexed as follows:

DEATHLOK....99.375%; VENOM...89.442%; NEW WARRIORS....93.398%; HULK....97.991%

Analysis of variables surrounding remainder of index incomplete at present.

CONCLUSION: All proceeds according to plan.

NEXT: STARK ENTERPRISES UNDER SIEGE! **IRON MAN** UNDER FIRE! **CRASH AND BURN**, PART ONE. GUEST-STARRING **DEATHLOK!** NOBODY SAID THE **SECOND** THIRTY YEARS'D BE **EASY** ...

A VERY SPECIAL THANKS TO **MY** IRON LEGION FOR MAKING **#300** HAPPEN! LEN, KEV, TOM, STEVE, ARIANE, JACK, KEN, SERGIO, SCOTT AND JOHN LEWANDOWSKI, ASSISTANT EDITOR-- TAKE THE AFTERNOON OFF, GUYS. YOU'VE **EARNED IT.**'

--NEL

SE STARK ENTERPRISES
internal correspondence

FROM: B.T. Arbogast **TO:** Anthony Stark

SUBJECT: Personnel Bios **DATE:** 11-28-93

Attached for your review and revisions are the latest versions of the employee biographies to be used in the 1994 Internal Report. Copies have also been forwarded to the appropriate staff members for their review.

I did contact Mr. Rhodes to get his input for the section dealing with his tenure as CEO. Unfortunately, as you predicted, he has requested that he not be publicly associated in any way with Stark Enterprises (or privately, for that matter). Do you wish the Publications Department to halt work on that portion of the Report?

Mrs. A --

I think we've heard Jim Rhodes' last word on the subject. Replace the section with two more pages on the new Physical Therapy division.

My comments are appended.

Stark

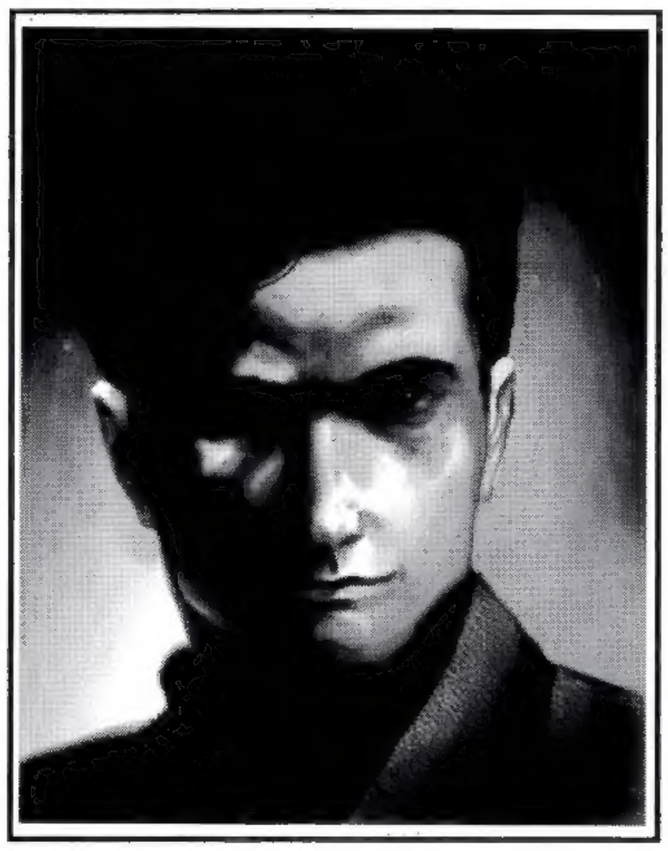
cc: F. Alvarez
A. Zimmer
HOMER
E. Sondheim
V. Benning
H. Hogan

Design, Layout, Text and Graphics:
Scott Benson

Photography :
Kevin Hopgood

STARK ENTERPRISES PERSONNEL

administration



Felix Ricardo Alvarez

Vice President
and Chief Operating Officer

An accomplished corporate attorney and seasoned executive, Mr. Alvarez first came to Stark Enterprises in 1986 to assume the position of General Counsel, a post to which he brought fifteen years of extensive experience from his former positions as Assistant Counsel with the American Civil Liberties Union, Vice President—Domestic Operations at the Forrester Group and, more recently, as a Senior Associate with the prestigious Los Angeles firm of McKenzie Brackman Chaney & Kuzak. Mr. Alvarez's fine work as SE's General Counsel led, in the past year, to his promotion to the position of Vice President and COO. He now functions as the effective "chief" of all domestic operations, maintaining day-to-day supervision over all projects, both ongoing and in development.

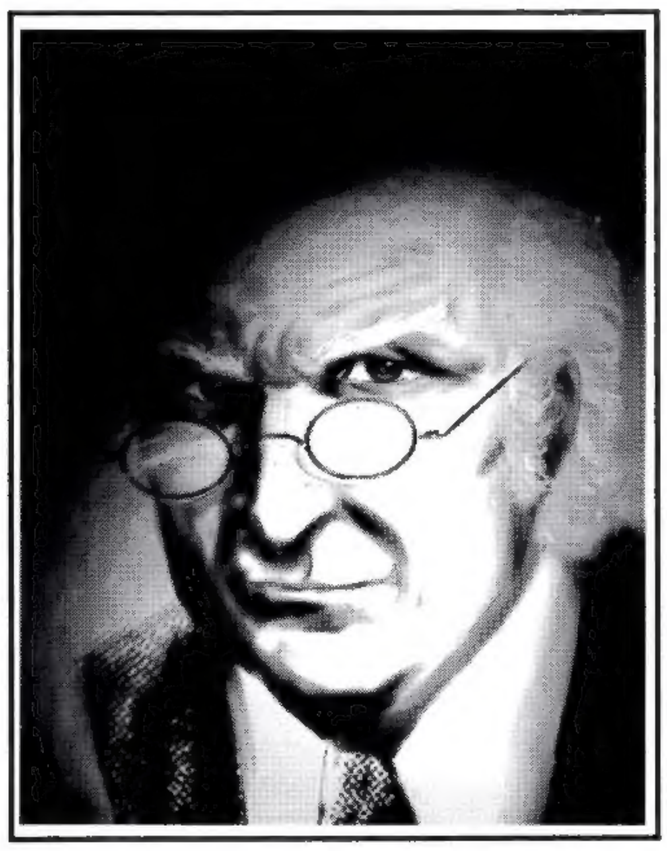
Bambina Teresa Arbogast

Executive Assistant to the CEO

"Mrs. A," as she is affectionately known to everyone at Stark Enterprises, is the efficient right hand of CEO Anthony Stark, maintaining a close watch on all administrative matters originating from his office. A veteran of the Vietnam conflict, where she served as company clerk to one of America's most efficient and honored Mobile Army Surgical Hospital units, Mrs. Arbogast spent ten years at the U.S. Department of Defense, eventually attaining a position of high administrative responsibility with a top security clearance. Settling in her native Long Island five years ago, she joined the staff of Stark International, our corporate predecessor. During the company's reorganization and relocation, Mrs. Arbogast moved with SE to the Los Angeles area, where she resides with her husband, Norman.

STARK ENTERPRISES PERSONNEL

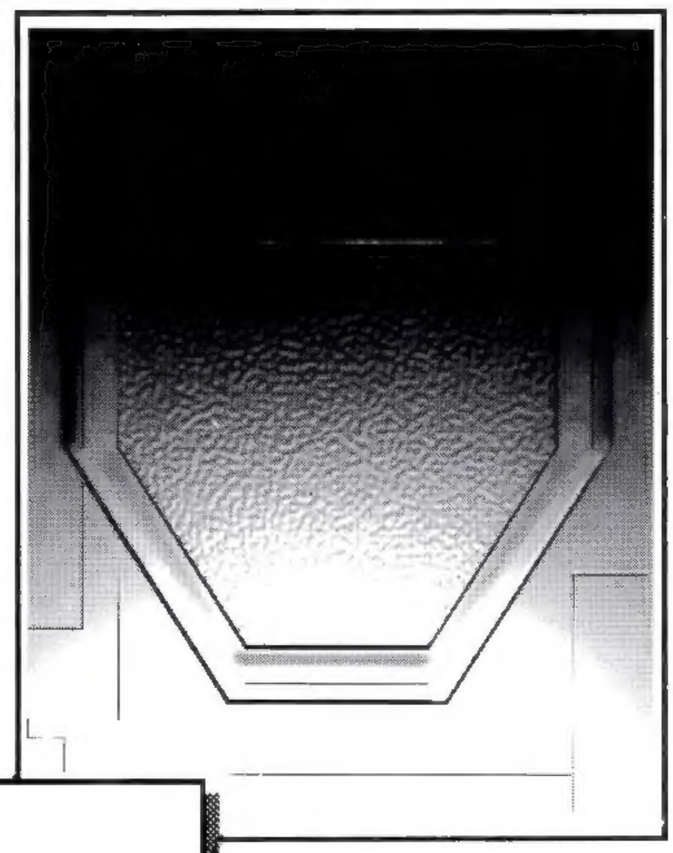
engineering



Abraham Paul Zimmer

Director, Engineering Division

Previously the director of Accutech Corporation's Computer Engineering Team, Dr. Zimmer joined Stark Enterprises following the acquisition of Accutech by SE. A leading light in the field of "intelligent" computer systems design, Dr. Zimmer is perhaps best known in the scientific community for his pioneering work during the 1970's alongside Professor Marvin Minsky at M.I.T., birthplace of the first important work in Artificial Intelligence. Not content to rest on his laurels, Dr. Zimmer continues to break new ground with the application of cybernetics and systems design to the fields of both mechanical and computer engineering, helping Stark Enterprises lead the way into the next century and beyond.



HOMER

Heuristically Operative Matrix Emulation Rostrum

One of the most important members of the SE staff is not a human being, but a revolutionary computer system jointly designed by Anthony Stark and Dr. Abraham Zimmer. The most advanced development in the field of Artificial Intelligence, HOMER's design incorporates functions that resemble the human abilities of judgment and to a startling degree. Moreover, HOMER's remarkable for design has been responsible in large part for a number breakthroughs in technology, human services and information management. More than a mere machine, HOMER is a vital placeable part of the Stark Enterprises family.

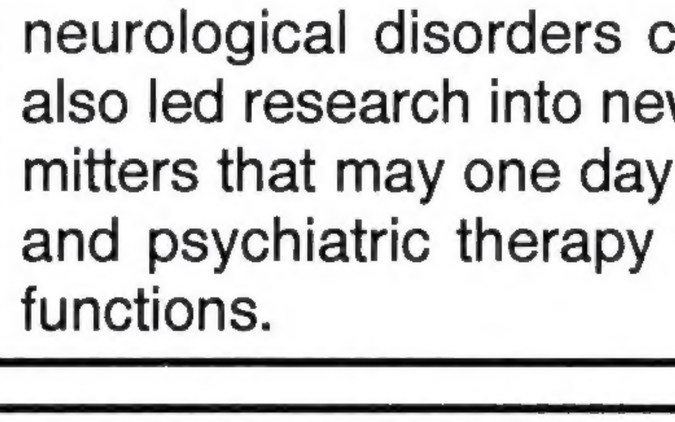
Mrs. A --
HOMER wants a new picture taken. He doesn't like this one.

Don't ask.

S.

STARK ENTERPRISES PERSONNEL

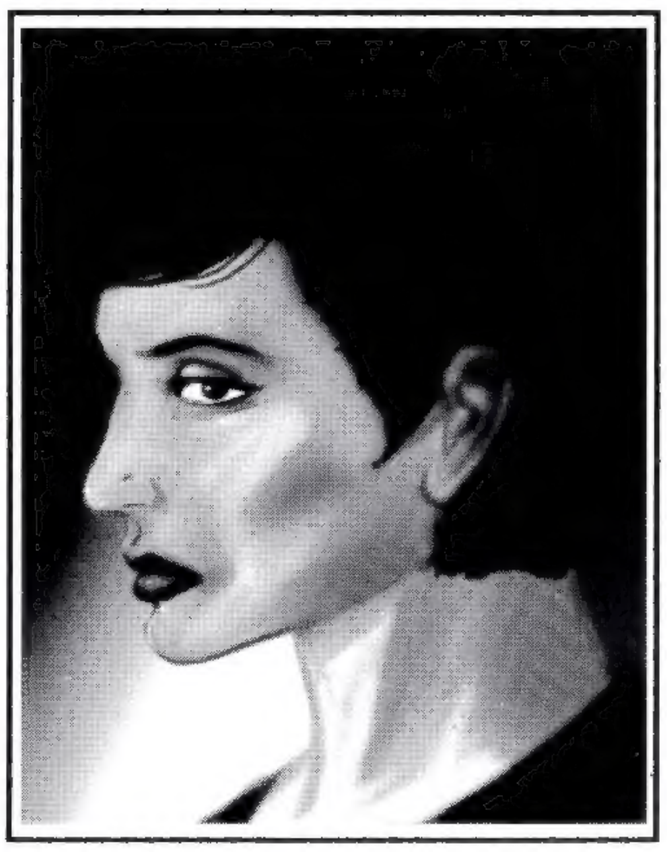
medical



Erica Friederika Sondheim

Director, Medical Division

An accomplished neurosurgeon of international renown, Dr. Sondheim is also in the forefront of neuroscience research. Before joining SE, Dr. Sondheim was a member of the MindLink development team, working on the creation of a neural interface that may one day allow the creation of replacement limbs and organs that function perfectly in tandem with the human nervous system. More recently, her medical team at Stark Enterprises has made significant inroads into the treatment of neurological disorders caused by disease and injury. She has also led research into new and better types of artificial neurotransmitters that may one day supplant conventional forms of chemical and psychiatric therapy for psychological and neurological dysfunctions.

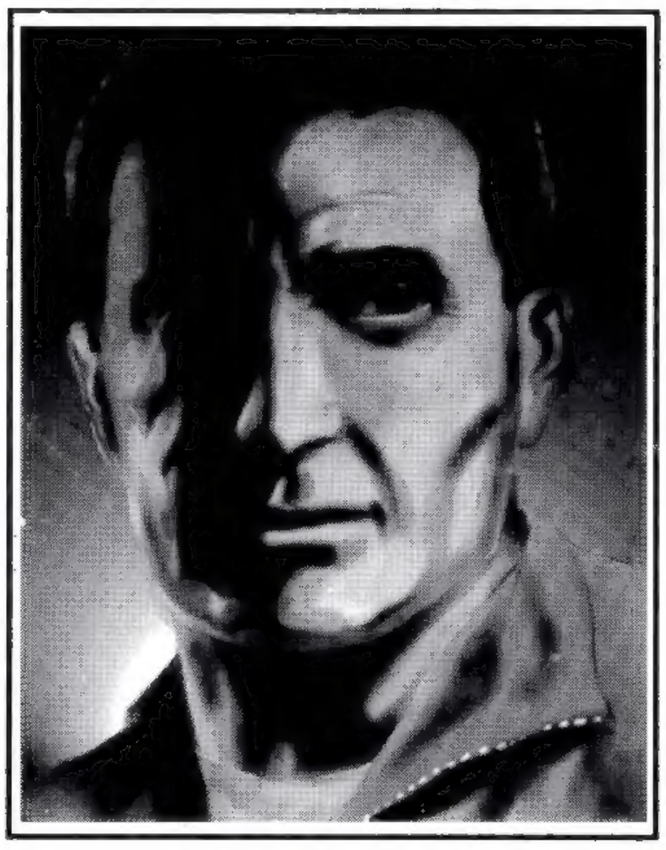


Victoria Michelle Benning

Specialist, Physical Therapy

Ms. Benning has been one of the most visible and respected figures in the area of therapy for the disabled, bringing to Stark Enterprises the benefit of nearly a decade of experience in private practice. Her interest in the field is an intensely personal one: seriously disabled herself in early adulthood as the result of an accident, Ms. Benning used her own experiences during the healing and therapeutic processes as the basis for her own techniques in healing others. She remains a strong activist for the rights and effective treatment of the disabled, a philosophy she carries into her new post as Special Consultant to our new Physical Therapy Research department. Prior to her joining SE, Ms. Benning acted as personal therapist to Anthony Stark.

operations



Harold Joseph Hogan

Personal Assistant to the CEO

Known as "Happy" Hogan since his prizewinning days as a heavyweight boxing champion, Mr. Hogan worked for many years as private chauffeur to Anthony Stark in the early days of Stark Industries, the original incarnation of our present company. More recently, he returned to the world of professional sports as a boxing promoter, travelling widely throughout the United States before returning to his native California. Mr. Hogan has reestablished a long-standing association in his new role of personal assistant to Anthony Stark, performing as Mr. Stark's physical fitness trainer and all-around right-hand man. The Stark Enterprises staff joins our CEO in welcoming Mr. Hogan back to the fold.

STARK ENTERPRISES PERSONNEL

<u>Bethany Camilla Cabe</u>
Director of Corporate Security

- Former co-owner/chief investigator of <u>Cabe & McPherson Security Specialists</u>. Prior to that, was freelance professional bodyguard.

- Replaces Bob Davis as Security Director. Responsible for confidentiality of all internal projects & procedures. In-house security staff reports directly to her.

- On assuming post, began review of current security policies. Expected to institute upgrades & changes over next six months.

Mrs. A --
please add
this-- S.